

Hearing Date: November 18, 2010

Hearing Time: 10:30 a.m. CST

UNITED STATES BANKRUPTCY COURT
DISTRICT OF
EASTERN DIVISION

In re: § Chapter 7
§
RESTAURANT DEVELOPMENT GROUP, INC. § Case No. 07-00592
§
§ Debtor § Hon. Jack B. Schmetterer

TRUSTEE'S FINAL REPORT (TFR)

The undersigned trustee hereby makes this Final Report and states as follows:

2. The trustee faithfully and properly fulfilled the duties enumerated in 11 U.S.C. §704.

3. All scheduled and known assets of the estate have been reduced to cash, released to the debtor as exempt property pursuant to 11 U.S.C. § 522, or have been or will be abandoned pursuant to 11 U.S.C. § 554. An individual estate property record and report showing the disposition of all property of the estate is attached as **Exhibit A**.

4. The trustee realized gross receipts of \$

Funds were disbursed in the following amounts:

Administrative expenses

Payments to creditors (Interim Distribution)

Non-estate funds paid to 3rd Parties

Payments to the debtor

Leaving a balance on hand of ¹ \$

The remaining funds are available for distribution.

5. Attached as **Exhibit B** is a cash receipts and disbursements record for each estate bank account.

6. The deadline for filing claims in this case was _____. All claims of each class which will receive a distribution have been examined and any objections to the allowance of

¹ The balance of funds on hand in the estate may continue to earn interest until disbursed. The interest earned prior to disbursement will be distributed pro rata to creditors within each priority category. The trustee may receive additional compensation not to exceed the maximum compensation set forth under 11 U.S.C. §326(a) on account of the disbursement of the additional interest.

claims have been resolved. If applicable, a claims analysis, explaining why payment on any claim is not being made, is attached as **Exhibit C**.

7. The Trustee's proposed distribution is attached as **Exhibit D**.

8. Pursuant to 11 U.S.C. § 326(a), the maximum compensation allowable to the trustee is \$. To the extent that additional interest is earned before case closing, the maximum compensation may increase.

The trustee has received \$ as interim compensation and now requests a sum of \$, for a total compensation of \$. In addition, the trustee received reimbursement for reasonable and necessary expenses in the amount of \$, and now requests reimbursement for expenses of \$, for total expenses of \$.

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Date: _____ By:/s/GUS A. PALOIAN, TRUSTEE
Trustee

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Case No: 07-00592 JBS Judge: JACK B. SCHMETTERER

Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

For Period Ending: 10/15/10

Trustee Name: GUS A. PALOIAN, TRUSTEE

Date Filed (f) or Converted (c): 01/12/07 (f)

341(a) Meeting Date: 02/12/07

Claims Bar Date: 09/04/07

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) Abandon DA=554(c) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
1. LITIGATION (u) PALOIAN V. GREENFIELD, ET AL.; CASE NO. 07-937	0.00	Unknown		0.00	FA
2. LEE ZABEN SETTLEMENT FUNDS, Adv. 07-A-937 (u) RECEIVED FROM WILMINGTON TRUST ON BEHALF OF SETTLEMENT WITH ROGER GREENFIELD (LEE ZABEN)	0.00	50,000.00		50,000.00	FA
3. SETTLEMENT FUNDS--Adversary 08-A-137 (u) RECEIVED FROM T. FALKENBERG RE SETTLEMENT OF RDG BANKRUPTCY ESTATE V. SCHNEIDER, CAPURO	0.00	100,000.00		100,000.00	FA
4. Discovery Sanctions (u) Per Agreed Order on Motion to Compel Discovery	0.00	2,000.00		2,000.00	FA
5. SETTLEMENT FUNDS (u) WIRE FUNDS RECEIVED FROM HARRIS BANK ON BEHALF OF ATTORNEY DEFENDANTS (FROZEN FUNDS)	0.00	457,505.54		457,505.54	FA
6. SETTLEMENT FUNDS (u) PURSUANT TO SETTLEMENT AGREEMENT AND CONSENT DECREE ENTERED ON 4/27/09 (WITH ATTORNEY DEFENDANTS)	0.00	3,700,000.00		3,700,000.00	FA
7. SETTLEMENT FUNDS (u) PURSUANT TO SETTLEMENT WITH SETTLING DEFENDANTS (ADVERSARY NO. 07-937) ORDER ENTERED 3/25/2009	0.00	4,125,000.00		4,317,998.08	FA
8. WITNESS FEE PAYMENT (u) WITNESS FEE PAYMENT TO GUS A. PALOIAN RE: GREENFIELD V DEMBO	0.00	25.00		25.00	FA
INT. Post-Petition Interest Deposits (u)	Unknown	N/A		3,173.81	Unknown

Gross Value of Remaining Assets

Case No: 07-00592 JBS Judge: JACK B. SCHMETTERER
 Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE
 Date Filed (f) or Converted (c): 01/12/07 (f)
 341(a) Meeting Date: 02/12/07
 Claims Bar Date: 09/04/07

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) Abandon DA=554(c) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
TOTALS (Excluding Unknown Values)	\$0.00	\$8,434,530.54		\$8,630,702.43	\$0.00
(Total Dollar Amount in Column 6)					

Major activities affecting case closing which are not reflected above, and matters pending, date of hearing or sale, and other action:

Adversary Proceedings commenced against owners of the Debtor, non-Debtor affiliates, and former counsel to Debtor.

Trustee settled with all defendants resulting in the recovery by the estate of \$8,625,503.62. An interim distribution to unsecured creditors equal to approximately 17.49% was made on October 29, 2009. Accountant prepared final tax returns.

Initial Projected Date of Final Report (TFR): 12/31/08

Current Projected Date of Final Report (TFR): 12/31/10

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4219 Money Market Account (Interest Earn
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
04/08/08	2	ROGER GREENFIELD	SETTLEMENT	1249-000	50,000.00		50,000.00
04/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.250	1270-000	5.79		50,005.79
05/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.35		50,012.14
06/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.15		50,018.29
07/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.35		50,024.64
08/04/08	3	CNA/UNDERWRITTEN BY CONTINENTAL CASUALTY COMPANY	SETTLEMENT FUNDS (RDG V. SCHNEIDER,	1249-000	100,000.00		150,024.64
08/08/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	132,524.64
08/29/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	14.85		132,539.49
09/05/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		35,000.00	97,539.49
09/22/08	4	Theodore v. Kasemir 1920 Keats Ln. Highland Park, IL 60035	DISCOVERY SANCTIONS	1290-000	1,000.00		98,539.49
09/29/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		42,000.00	56,539.49
09/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	12.26		56,551.75
10/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.100	1270-000	5.49		56,557.24
11/28/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.100	1270-000	4.63		56,561.87
12/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	3.07		56,564.94
01/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.96		56,565.90
02/11/09	000201	INTERNATIONAL SURETIES, LTD. 701 POYDRAS ST., SUITE 420 NEW ORLEANS, LA 70139	TRUSTEE BOND BOND PREMIUM 2/2/09	2300-000		48.57	56,517.33
02/27/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.87		56,518.20
03/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.96		56,519.16
04/10/09	5	HARRIS BANK	SETTLEMENT Bank Serial #: 000000	1249-000	457,505.54		514,024.70
04/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	21.40		514,046.10
05/05/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		130,000.00	384,046.10

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608,594.67

224,548.57

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 07-00592 -JBS
 Case Name: RESTAURANT DEVELOPMENT GROUP, INC.
 Taxpayer ID No: *****5613
 For Period Ending: 10/15/10
 Trustee Name: GUS A. PALOIAN, TRUSTEE
 Bank Name: BANK OF AMERICA, N.A.
 Account Number / CD #: *****4219 Money Market Account (Interest Earn
 Blanket Bond (per case limit): \$ 5,000,000.00
 Separate Bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
05/05/09		Transfer to Acct #*****4222	FOR PAYMENT OF SEYFARTH'S FIRST INTERIM FEE APPLICATION Bank Funds Transfer	9999-000		160,000.00	224,046.10
05/15/09	6	LIBERTY SURPLUS INSURANCE CORP. JPMORGAN CHASE BANK, N.A.	FOR PAYMENT OF SPECIAL COUNSEL FEES SETTLEMENT	1249-000	3,700,000.00		3,924,046.10
05/19/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		1,295,000.00	2,629,046.10
05/29/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,679,046.10
05/29/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	77.61		2,679,123.71
06/08/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		255,000.00	2,424,123.71
06/11/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	2,406,623.71
06/23/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		169,000.00	2,237,623.71
06/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	179.15		2,237,802.86
07/01/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,287,802.86
07/02/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		18,000.00	2,269,802.86
07/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	172.80		2,269,975.66
08/03/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,319,975.66
08/04/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	2,302,475.66
08/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	175.36		2,302,651.02
09/30/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,352,651.02
09/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	170.33		2,352,821.35

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3,900,775.25

1,932,000.00

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4219 Money Market Account (Interest Earn
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		1,800,000.00	552,821.35
10/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	165.12		552,986.47
11/02/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		602,986.47
11/02/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		75,000.00	527,986.47
11/04/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	510,486.47
11/09/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		67,000.00	443,486.47
11/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	26.69		443,513.16
12/01/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMENT Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		493,513.16
12/03/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	476,013.16
12/30/09	7	BL FINANCE, LLC	SETTLEMENT - FORBEARANCE AMOUNT Final payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	3,967,998.08		4,444,011.24
12/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	48.15		4,444,059.39
01/11/10		LYNCH AND STERN LLP AND STETLER AND DUFFY LTD.	ATTORNEY FEES & EXPENSES FINAL INSTALLMENT PAYMENT TO SPECIAL COUNSEL OF CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-000		1,388,799.33	3,055,260.06
01/29/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	247.23		3,055,507.29
02/05/10	000202	INTERNATIONAL SURETIES, LTD.	TRUSTEE BOND BLANKET BOND DISBURSEMENT	2300-000		2,610.34	3,052,896.95
02/26/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	210.83		3,053,107.78
03/31/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.38		3,053,341.16
04/02/10	8	KONICEK & DILLON, P.C.	WITNESS FEE PAYMENT	1290-000	25.00		3,053,366.16
04/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.86		3,053,592.02
05/28/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.40		3,053,825.42

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4,069,413.74

3,368,409.67

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 07-00592 -JBS
 Case Name: RESTAURANT DEVELOPMENT GROUP, INC.
 Taxpayer ID No: *****5613
 For Period Ending: 10/15/10
 Trustee Name: GUS A. PALOIAN, TRUSTEE
 Bank Name: BANK OF AMERICA, N.A.
 Account Number / CD #: *****4219 Money Market Account (Interest Earn
 Blanket Bond (per case limit): \$ 5,000,000.00
 Separate Bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
06/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.91		3,054,051.33
07/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.45		3,054,284.78
08/31/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.46		3,054,518.24
09/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.95		3,054,744.19

COLUMN TOTALS	8,579,702.43	5,524,958.24	3,054,744.19
Less: Bank Transfers/CD's	0.00	4,133,500.00	
Subtotal	8,579,702.43	1,391,458.24	
Less: Payments to Debtors		0.00	
Net	8,579,702.43	1,391,458.24	

Page Subtotals 918.77 0.00

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
08/08/08		Transfer from Acct #*****4219	BALANCE FORWARD				0.00
08/08/08	002001	Lynch & Stern LLP 150 S. Wacker Dr. Suite 2600 Chicago, IL 60606	Bank Funds Transfer SPECIAL COUNSEL FEES Per Order 7/31/08 (1/2 of amount awarded, remainder paid to Stetler & Duffy)	9999-000 3210-600	17,500.00	8,750.00	17,500.00 8,750.00
08/08/08	002002	Stetler & Duffy, Ltd. 11 S. LaSalle St. Suite 1200 Chicago, IL 60603	SPECIAL COUNSEL FEES Per Court order 7/31/08 (1/2 of awarded amount, remainder paid to Lynch & Stern)	3210-600		8,750.00	0.00
09/05/08		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	35,000.00		35,000.00
09/05/08	002003	Lynch & Stern, LLP 150 S. Wacker Dr. Suite 2600 Chicago, IL 60606	SPECIAL COUNSEL FEES 1/2 of interim fees awarded pursuant to courts 9/4/08 order	3210-600		17,500.00	17,500.00
09/05/08	002004	Stetler & Duffy, Ltd. 11 S. LaSalle St. Suite 1200 Chicago, IL 60603	SPECIAL COUNSEL FEES 1/2 of interim fees awarded pursuant to Court order 9/4/08	3210-600		17,500.00	0.00
09/29/08		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	42,000.00		42,000.00
09/29/08	002005	LYNCH & STERN LLP	SPECIAL COUNSEL FEES EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 9/23/08	3220-610		22,070.60	19,929.40
09/29/08	002006	STETLER AND DUFFY, LTD.	SPECIAL COUNSEL FEES EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 9/23/08	3220-610		19,085.36	844.04
11/05/08	4	COHON RAIZES & REGAL LLP	DISCOVERY SANCTIONS	1290-000	1,000.00		1,844.04
05/05/09		Transfer from Acct #*****4219	Bank Funds Transfer FOR PAYMENT OF SEYFARTH'S FIRST INTERIM FEE APPLICATION	9999-000	130,000.00		131,844.04

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225,500.00

93,655.96

Ver: 15.20

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
05/05/09		Transfer from Acct #*****4219	Bank Funds Transfer FOR PAYMENT OF SPECIAL COUNSEL FEES	9999-000	160,000.00		291,844.04
05/05/09	002007	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	SPECIAL COUNSEL FEES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-600		160,126.94	131,717.10
05/05/09	002008	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES PAYMENT OF FIRST INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 5/1/2009			130,907.01	810.09
			Fees 124,679.50	3110-000			810.09
			Expenses 6,227.51	3120-000			810.09
05/19/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	1,295,000.00		1,295,810.09
05/19/09	002009	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-600		1,295,000.00	810.09
			Bank Funds Transfer	9999-000	255,000.00		255,810.09
*	002010	Transfer from Acct #*****4219	ATTORNEY FEES & EXPENSES	3110-003			255,810.09
*	002010	SEYFARTH SHAW LLP	SUPPLEMENTAL FEES TO SEYFARTH SHAW LLP (\$161,243.00) PURSUANT TO COURT ORDER DATED 6/8/09				
*	002010	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES CHECK AMOUNT NOT FILLED OUT	3110-003			255,810.09
06/08/09	002011	GUS A. PALOIAN, TRUSTEE	TRUSTEE COMPENSATION FIRST INTERIM TRUSTEE FEE APPLICATION PURSUANT TO COURT ORDER DATED 6/8/09	2100-000		92,869.60	162,940.49
06/08/09	002012	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES SUPPLEMENTAL FEES TO SEYFARTH SHAW	3110-000		161,243.00	1,697.49

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1,710,000.00

1,840,146.55

Ver: 15.20

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
06/11/09			LLP (\$161,243.00) PURSUANT TO COURT ORDER DATED 6/8/09				
06/11/09	002013	Transfer from Acct #*****4219 LYNCH & STERN LLP and STETLER & DUFFY, LTD	Bank Funds Transfer SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 PAYMENT OF FEES FOR JUNE, 2009 INSTALLMENT	9999-000 3210-600	17,500.00	17,500.00	19,197.49
06/23/09							1,697.49
06/23/09	002014	Transfer from Acct #*****4219 STETLER & DUFFY, LTD	Bank Funds Transfer SPECIAL COUNSEL FEES EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 6/22/09	9999-000 3220-610	169,000.00	76,341.83	170,697.49
06/23/09	002015	LYNCH & STERN, LLP	SPECIAL COUNSEL FEES EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 6/22/09	3220-610		93,066.17	94,355.66
07/02/09							1,289.49
07/02/09	002016	Transfer from Acct #*****4219 LYNCH & STERN LLP and STETLER & DUFFY, LTD.	Bank Funds Transfer SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 PAYMENT OF FEES FOR JULY INSTALLMENT	9999-000 3210-600	18,000.00	17,500.00	19,289.49
08/04/09							1,789.49
08/04/09	002017	Transfer from Acct #*****4219 LYNCH & STERN LLP AND STETLER & DUFFY LTD.	Bank Funds Transfer SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	9999-000 3210-600	17,500.00	17,500.00	19,289.49
							1,789.49

Page Subtotals

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221,908.00

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
09/01/09	7	BAR LOUIE AMERICA, INC.	PAYMENT OF FEES FOR AUGUST INSTALLMENT	1249-000	50,000.00		51,789.49
09/04/09	002018	LYNCH & STERN LLP AND STETLER & DUFFY LTD	SETTLEMENT SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 PAYMENT OF FEES FOR SEPTEMBER INSTALLMENT	3210-600		17,500.00	34,289.49
10/02/09	002019	LYNCH & STERN AND STETLER & DUFFY	SPECIAL COUNSEL FEES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-600		17,500.00	16,789.49
10/29/09	002020	Transfer from Acct #*****4219 EANET INC.	Bank Funds Transfer INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	9999-000 7100-000	1,800,000.00	1,521.67	1,816,789.49 1,815,267.82
10/29/09	002021	FAX FOODS	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		1,323.86	1,813,943.96
10/29/09	002022	SERVICE CHECK INC.	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		16,447.61	1,797,496.35
10/29/09	002023	1530 SOUTH STATE, LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		18,952.33	1,778,544.02

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09	002024	AARON & TRECKER	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		648.26	1,777,895.76
10/29/09	002025	SCOTTSDALE FASHION SQUARE LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		512,504.38	1,265,391.38
10/29/09	002026	DEERFIELD TOWNE CENTER HOLDING COMPANY	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		113,038.70	1,152,352.68
10/29/09	002027	THE ROOKERY LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		128,056.02	1,024,296.66
10/29/09	002028	CITICORP VENDOR FINANCE	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		9,163.46	1,015,133.20
10/29/09	002029	ABSOLUTELY FRESH SEAFOOD	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		3,539.39	1,011,593.81
10/29/09	002030	CRESCENT HC INVESTORS	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		113,694.78	897,899.03
10/29/09	002031	DICK CLARK RESTAURANTS, INC.	INTERIM DISTRIBUTION TO CREDITORS	7100-000		99,871.24	798,027.79

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09	002032	600 GS PROP LP	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		237,252.67	560,775.12
10/29/09	002033	FGR DILWORTH, LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		91,953.77	468,821.35
10/29/09	002034	SIXTH & NICOLLETT, LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		28,875.53	439,945.82
10/29/09	002035	NWD ARENA DISTRICT II LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		119,287.60	320,658.22
10/29/09	002036	DP8LLC (DIAMOND PROPERTIES)	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		140,848.22	179,810.00
10/29/09	002037	DANIEL P. CASALE U/T #01-4328	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		111,382.20	68,427.80
10/29/09	002038	CITY CENTER RETAIL LIMITED PARTNERSHIP I	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		51,638.32	16,789.48

Page Subtotals

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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No:	07-00592 -JBS	Trustee Name:	GUS A. PALOIAN, TRUSTEE
Case Name:	RESTAURANT DEVELOPMENT GROUP, INC.	Bank Name:	BANK OF AMERICA, N.A.
Taxpayer ID No:	*****5613	Account Number / CD #:	*****4222 BofA Checking Account
For Period Ending:	10/15/10	Blanket Bond (per case limit):	\$ 5,000,000.00
		Separate Bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
11/02/09		Transfer from Acct #*****4219	10/08/2009				91,789.48
11/02/09	002039	SEYFARTH SHAW LLP	Bank Funds Transfer ATTORNEY FEES & EXPENSES PAYMENT OF SECOND INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 11/02/2009 Fees 73,488.50 Expenses 1,553.74	9999-000 3110-000 3120-000 9999-000 3210-600	75,000.00 75,042.24		16,747.24
11/04/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		34,247.24
11/04/09	002040	LYNCH & STERN LLP AND STETLER & DUFFY LTD	SPECIAL COUNSEL FEES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 NOVEMBER INSTALLMENT	3210-600	17,500.00	17,500.00	16,747.24
11/09/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	67,000.00		83,747.24
11/09/09	002041	GUS A. PALOIAN, TRUSTEE	TRUSTEE COMPENSATION PURSUANT TO ORDER ENTERED 11/5/09	2100-000		67,191.00	16,556.24
12/03/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		34,056.24
12/03/09	002042	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD	ATTORNEY FEES & EXPENSES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 DECEMBER INSTALLMENT PAYMENT TO SPECIAL COUNSEL	3210-600		17,500.00	16,556.24
08/11/10	002043	ILLINOIS DEPARTMENT OF REVENUE	2008 TAX RETURN	6820-000		1,026.00	15,530.24
08/11/10	002044	ILLINOIS DEPARTMENT OF REVENUE	2009 TAX RETURN	6820-000		1,537.00	13,993.24

Page Subtotals	177,000.00	179,796.24
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ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 07-00592 -JBS Trustee Name: GUS A. PALOIAN, TRUSTEE
 Case Name: RESTAURANT DEVELOPMENT GROUP, INC. Bank Name: BANK OF AMERICA, N.A.
 Account Number / CD #: *****4222 BofA Checking Account
 Taxpayer ID No: *****5613
 For Period Ending: 10/15/10 Blanket Bond (per case limit): \$ 5,000,000.00
 Separate Bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			COLUMN TOTALS		4,184,500.00	4,170,506.76	13,993.24
			Less: Bank Transfers/CD's		4,133,500.00	0.00	
			Subtotal		51,000.00	4,170,506.76	
			Less: Payments to Debtors			0.00	
			Net		51,000.00	4,170,506.76	
					NET		ACCOUNT
			TOTAL - ALL ACCOUNTS		NET DEPOSITS	DISBURSEMENTS	BALANCE
			Money Market Account (Interest Earn - *****4219		8,579,702.43	1,391,458.24	3,054,744.19
			BofA Checking Account - *****4222		51,000.00	4,170,506.76	13,993.24
					-----	-----	-----
					8,630,702.43	5,561,965.00	3,068,737.43
					=====	=====	=====
					(Excludes Account Transfers)	(Excludes Payments To Debtors)	Total Funds On Hand

Page Subtotals 0.00 0.00

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EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 1	Date: September 24, 2010			
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
ACCT 001 3410-00	POPOWCER KATTEN, LTD. 35 E. WACKER DR., SUITE 1550 CHICAGO, IL 60601	Administrative		\$15,469.50	\$0.00	\$15,469.50
ATTY SUPP 001 3110-00	SEYFARTH SHAW LLP	Administrative	SUPPLEMENTAL FEES TO SEYFARTH SHAW LLP (\$161,243.00) PER ORDER 6/8/09	\$161,243.00	\$161,243.00	\$0.00
			3758784222	06/08/09	2012	161,243.00
ATTY EXP 001 3210-60	STETLER AND DUFFY, LTD.	Administrative	EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 9/23/08	\$19,085.36	\$19,085.36	\$0.00
			3758784222	09/29/08	2006	19,085.36
ATTY EXP 001 3220-00	LYNCH & STERN LLP	Administrative	EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 9/23/08	\$22,070.60	\$22,070.60	\$0.00
			3758784222	09/29/08	2005	22,070.60
ATTY EXP 001 3220-00	STETLER & DUFFY, LTD	Administrative	EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 6/22/09	\$76,341.83	\$76,341.83	\$0.00
			3758784222	06/23/09	2014	76,341.83
ATTY EXP 001 3220-00	LYNCH & STERN, LLP	Administrative	EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 6/22/09	\$93,066.17	\$93,066.17	\$0.00
			3758784222	06/23/09	2015	93,066.17
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$160,126.94	\$160,126.94	\$0.00
			3758784222	05/05/09	2007	160,126.94
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	Administrative	PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$1,295,000.00	\$1,295,000.00	\$0.00
			3758784222	05/19/09	2009	1,295,000.00
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD	Administrative	PAYMENT OF FEES ON JUNE, 2009 INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222	06/11/09	2013	17,500.00
ATTY FEE 001 3210-60	LYNCH & STERN, LLP and STETLER & DUFFY, LTD	Administrative	PAYMENT OF FEES FOR JULY INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222	07/02/09	2016	17,500.00
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD.	Administrative	PAYMENT OF FEES FOR AUGUST INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222	08/04/09	2017	17,500.00

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 2	Date: September 24, 2010			
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD	Administrative	PAYMENT OF FEES FOR SEPTEMBER INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222 09/04/09 2018			17,500.00
ATTY FEE 001 3210-60	LYNCH & STERN AND STETLER & DUFFY	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00	\$17,500.00	\$0.00
			3758784222 10/02/09 2019			17,500.00
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00	\$17,500.00	\$0.00
			3758784222 11/04/09 2040			17,500.00
ATTY FEE 001 3210-60	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD	Administrative	DECEMBER INSTALLMENT PAYMENT TO SPECIAL COUNSEL-FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00	\$17,500.00	\$0.00
			3758784222 12/03/09 2042			17,500.00
ATTY FEE 001 3210-00	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD.	Administrative	FINAL INSTALLMENT PAYMENT TO SPECIAL COUNSEL OF CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$1,388,799.33	\$1,388,799.33	\$0.00
			3758784219 01/11/10 0			1,388,799.33
ATTY1 001 3110-00	SEYFARTH SHAW LLP	Administrative	PAYMENT OF FIRST INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 5/1/2009	\$130,907.01	\$130,907.01	\$0.00
			3758784222 05/05/09 2008			130,907.01
ATTY2 001 3110-00	SEYFARTH SHAW LLP	Administrative	PAYMENT OF SECOND INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 11/02/2009	\$75,042.24	\$75,042.24	\$0.00
			3758784222 11/02/09 2039			75,042.24
ATTY3 001 3110-00	SEYFARTH SHAW LLP	Administrative		\$18,320.86	\$0.00	\$18,320.86
TEE 1 001 2100-00	GUS A. PALOIAN, TRUSTEE	Administrative	FIRST INTERIM TRUSTEE FEE APPLICATION PER ORDER 6/8/09	\$92,869.60	\$92,869.60	\$0.00
			3758784222 06/08/09 2011			92,869.60
TEE 2 001 2100-00	GUS A. PALOIAN, TRUSTEE	Administrative	SECOND INTERIM FEE APPLICATION PER ORDER 11/2/09	\$67,191.00	\$67,191.00	\$0.00
			3758784222 11/09/09 2041			67,191.00

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 07-00592 Page 3 Date: September 24, 2010
Debtor Name: RESTAURANT DEVELOPMENT GROUP, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
TEE 3 001 2100-00	Gus A. Paloian, Trustee 131 S. DEARBORN STREET SUITE 2400 CHICAGO, ILLINOIS 60603	Administrative		\$122,103.69	\$0.00	\$122,103.69
	Subtotal for Priority 001			\$3,860,137.13	\$3,704,243.08	\$155,894.05
000009 050 4800-00	Linebarger Goggan Blair & Sampson LLP POB 3064 Houston, TX 77253-3064	Secured	Claim withdrawn--6/18/09 (dkt 281)	\$0.00	\$0.00	\$0.00
	Subtotal for Priority 050			\$0.00	\$0.00	\$0.00
000001 070 7100-00	EANET INC.	Unsecured		\$8,701.53	\$1,521.67	\$7,179.86
			3758784222	10/29/09	2020	1,521.67
000002 070 7100-00	FAX FOODS	Unsecured		\$7,570.37	\$1,323.86	\$6,246.51
			3758784222	10/29/09	2021	1,323.86
000003 070 7100-00	SERVICE CHECK INC.	Unsecured	\$94,054.34 Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$16,447.61		\$77,606.73
			3758784222	10/29/09	2022	16,447.61
000004 070 7100-00	1530 SOUTH STATE, LLC	Unsecured		\$108,377.35	\$18,952.33	\$89,425.02
			3758784222	10/29/09	2023	18,952.33
000005 070 7100-00	AARON & TRECKER	Unsecured		\$3,707.00	\$648.26	\$3,058.74
			3758784222	10/29/09	2024	648.26
000006 070 7100-00	City Center Retail LTD Partnerhsip I c/o J Matthew Goodin Lord Bissell & Broo 111 S Wacker Drive Chicago, IL 60606	Unsecured	Duplication of claim no. 7	\$0.00	\$0.00	\$0.00
000007 070 7100-00	City Center Retail LTD Partnerhsip I c/o J Matthew Goodin Lord Bissell & Broo 111 S Wacker Drive Chicago, IL 60606	Unsecured	This claim is amended by claim no. 30	\$0.00	\$0.00	\$0.00
000008 070 7100-00	SCOTTSDALE FASHION SQUARE LLC	Unsecured	\$2,930,714.41 Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to reclassify claim as general unsecured in amended amount.	\$512,504.38		\$2,418,210.03

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 4	Date: September 24, 2010			
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
000010 070 7100-00	DEERFIELD TOWNE CENTER HOLDING COMPANY	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$646,402.55	\$113,038.70	\$533,363.85
				3758784222	10/29/09 2026	113,038.70
000011 070 7100-00	THE ROOKERY LLC	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to reclassify claim in amended amount.	\$732,277.86	\$128,056.02	\$604,221.84
				3758784222	10/29/09 2027	128,056.02
000012 070 7100-00	CITICORP VENDOR FINANCE	Unsecured		\$52,400.49	\$9,163.46	\$43,237.03
				3758784222	10/29/09 2028	9,163.46
000013 070 7100-00	CitiCorp Vendor Finance 2nd Floor South Bldg Irving, TX 75063	Unsecured		\$0.00	\$0.00	\$0.00
000014 070 7100-00	The Robert Colman Trust 610 Santa Monica Blvd, #215 Santa Monica, CA 90401	Unsecured	(14-1) Claim withdrawn per docket entry #296	\$0.00	\$0.00	\$0.00
000015 070 7100-00	ABSOLUTELY FRESH SEAFOOD	Unsecured		\$20,239.69	\$3,539.39	\$16,700.30
				3758784222	10/29/09 2029	3,539.39
000016 070 7100-00	CRESCENT HC INVESTORS	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$650,154.29	\$113,694.78	\$536,459.51
				3758784222	10/29/09 2030	113,694.78
000017 070 7100-00	VV2 Geneva Commons, LP c/o Robert D. Tepper Schenk, Annes, Brookman & Tepper, Ltd. 311 South Wacker Drive, Suite 5125 Chicago, IL 60606	Unsecured	Withdrawn--11/26/07 (dkt 115)	\$0.00	\$0.00	\$0.00
000018 070 7100-00	VV2 Geneva Commons, LP c/o Robert D. Tepper Schenk, Annes, Brookman & Tepper, Ltd. 311 South Wacker Drive, Suite 5125 Chicago, IL 60606	Unsecured	Withdrawn--11/26/07 (dkt 115)	\$0.00	\$0.00	\$0.00
000019 070 7100-00	DICK CLARK RESTAURANTS, INC.	Unsecured		\$571,105.52	\$99,871.24	\$471,234.28
				3758784222	10/29/09 2031	99,871.24

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 5	Date: September 24, 2010		
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence			
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date
000020 070 7100-00	600 GS PROP LP	Unsecured		\$1,356,709.99	\$237,252.67
			Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount. claim transferred dkt 239		
				3758784222	10/29/09 2032
000021 070 7100-00	FGR DILWORTH, LLC	Unsecured		\$525,830.14	\$91,953.77
			Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.		
				3758784222	10/29/09 2033
000022 070 7100-00	SIXTH & NICOLLETT, LLC	Unsecured		\$165,122.34	\$28,875.53
				3758784222	10/29/09 2034
000023 070 7100-00	Roger Greenfield c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured	Withdrawn-6/9/09	\$0.00	\$0.00
000024 070 7100-00	Theodore Kasemir c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured	Withdrawn--6/8/09	\$0.00	\$0.00
000025 070 7100-00	NWD ARENA DISTRICT II LLC	Unsecured		\$682,136.40	\$119,287.60
			Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.		
				3758784222	10/29/09 2035
000026 070 7100-00	DP8LLC (DIAMOND PROPERTIES)	Unsecured		\$805,429.00	\$140,848.22
			Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.		
				3758784222	10/29/09 2036
000029 070 7100-00	DANIEL P. CASALE 215 MILLER ROAD NORTH BARRINGTON, IL 60010-2100	Unsecured		\$636,930.00	\$111,382.20
			Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim as general unsecured.		
				3758784222	10/29/09 2037
000030 070 7100-00	CITY CENTER RETAIL LIMITED PARTNERSHIP I	Unsecured	(30-1) Amends Claim No. 7 filed on 7/10/07 by City Center Retail Limited Partnership I	\$295,289.52	\$51,638.32
				3758784222	10/29/09 2037
					111,382.20

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 6	Date: September 24, 2010		
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence			
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date
					Claim Balance
				3758784222	10/29/09 2038
					51,638.32
	Subtotal for Priority 070			\$10,293,152.79	\$1,800,000.01
					\$8,493,152.78
000027	Theodore Kasemir	Unsecured		\$0.00	\$0.00
080	c/o Crane, Heyman, Simon, Welch &	WITHDRAWN-6/9/09			\$0.00
7200-00	Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603				
000028	Roger Greenfield	Unsecured		\$0.00	\$0.00
080	c/o Crane, Heyman, Simon, Welch &	Withdrawn--6/9/09			\$0.00
7200-00	Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603				
	Subtotal for Priority 080			\$0.00	\$0.00
					\$0.00
ADMIN	ILLINOIS DEPARTMENT OF	Administrative		\$1,537.00	\$1,537.00
999	REVENUE				
6820-00					
			3758784222	08/11/10 2044	1,537.00
ADMIN	ILLINOIS DEPARTMENT OF	Administrative		\$1,026.00	\$1,026.00
999	REVENUE				
6820-00					
			3758784222	08/11/10 2043	1,026.00
	Subtotal for Priority 999			\$2,563.00	\$2,563.00
					\$0.00
	Case Totals:			\$14,155,852.92	\$5,506,806.09
					\$8,649,046.83

Code #: Trustee's Claim Number, Priority Code, Claim Type

TRUSTEE'S PROPOSED DISTRIBUTION

Exhibit D

Case No.: 07-00592

Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE

Claims of secured creditors will be paid as follows:

<i>Claimant</i>	<i>Proposed Payment</i>
_____	\$ _____
_____	\$ _____
_____	\$ _____

Applications for chapter 7 fees and administrative expenses have been filed as follows:

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Trustee: GUS A. PALOIAN, TRUSTEE</u>	\$ _____	\$ _____
<i>Attorney for trustee: SEYFARTH SHAW</i>		
<u>LLP</u>	\$ _____	\$ _____
<u>Appraiser:</u>	\$ _____	\$ _____
<u>Auctioneer:</u>	\$ _____	\$ _____
<u>Accountant: POPOWCER KATTEN, LTD.</u>	\$ _____	\$ _____
<u>Special Attorney for trustee:</u>	\$ _____	\$ _____
<u>Charges:</u>	\$ _____	\$ _____
<u>Fees:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____

Applications for prior chapter fees and administrative expenses have been filed as follows:

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Attorney for debtor:</u>	\$ _____	\$ _____
<u>Attorney for:</u>	\$ _____	\$ _____
<u>Accountant for:</u>	\$ _____	\$ _____
<u>Appraiser for:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____

In addition to the expenses of administration listed above as may be allowed by the Court, priority claims totaling \$ _____ must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
_____	_____	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____

The actual distribution to wage claimants included above, if any, will be the proposed payment less applicable withholding taxes (which will be remitted to the appropriate taxing authorities).

Timely claims of general (unsecured) creditors totaling \$ _____ have been allowed and will be paid *pro rata* only after all allowed administrative and priority claims have been paid in full. The timely allowed general (unsecured) dividend is anticipated to be _____ percent*.

Timely allowed general (unsecured) claims are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
000001	EANET INC.	\$ _____	\$ _____
000002	FAX FOODS	\$ _____	\$ _____
000003	SERVICE CHECK INC.	\$ _____	\$ _____

* Total dividend is anticipated to be 45.8%, including prior interim distribution

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000004</u>	<u>1530 SOUTH STATE, LLC</u>	\$ _____	\$ _____
<u>000005</u>	<u>AARON & TRECKER</u>	\$ _____	\$ _____
	<i>SCOTTSDALE FASHION</i>		
<u>000008</u>	<u>SQUARE LLC</u>	\$ _____	\$ _____
	<i>DEERFILED TOWNE</i>		
	<i>CENTER HOLDING</i>		
<u>000010</u>	<u>COMPANY</u>	\$ _____	\$ _____
<u>000011</u>	<u>THE ROOKERY LLC</u>	\$ _____	\$ _____
	<i>CITICORP VENDOR</i>		
<u>000012</u>	<u>FINANCE</u>	\$ _____	\$ _____
<u>000013</u>	<u>CitiCorp Vendor Finance</u>	\$ _____	\$ _____
<u>000014</u>	<u>The Robert Colman Trust</u>	\$ _____	\$ _____
	<i>ABSOLUTELY FRESH</i>		
<u>000015</u>	<u>SEAFOOD</u>	\$ _____	\$ _____
<u>000016</u>	<u>CRESCENT HC INVESTORS</u>	\$ _____	\$ _____
<u>000017</u>	<u>VV2 Geneva Commons, LP</u>	\$ _____	\$ _____
<u>000018</u>	<u>VV2 Geneva Commons, LP</u>	\$ _____	\$ _____
	<i>DICK CLARK</i>		
<u>000019</u>	<u>RESTAURANTS, INC.</u>	\$ _____	\$ _____
<u>000020</u>	<u>600 GS PROP LP</u>	\$ _____	\$ _____
<u>000021</u>	<u>FGR DILWORTH, LLC</u>	\$ _____	\$ _____
<u>000022</u>	<u>SIXTH & NICOLLETT, LLC</u>	\$ _____	\$ _____
<u>000023</u>	<u>Roger Greenfield</u>	\$ _____	\$ _____
<u>000024</u>	<u>Theodore Kasemir</u>	\$ _____	\$ _____
	<i>NWD ARENA DISTRICT II</i>		
<u>000025</u>	<u>LLC</u>	\$ _____	\$ _____

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<i>DP8LLC (DIAMOND</i>			
<u>000026</u>	<u>PROPERTIES)</u>	\$ _____	\$ _____
<i>DANIEL P. CASALE</i>			
<u>000029</u>	<u>CITY CENTER RETAIL</u>	\$ _____	\$ _____
<u>000030</u>	<u>LIMITED PARTNERSHIP I</u>	\$ _____	\$ _____

Tardily filed claims of general (unsecured) creditors totaling \$ _____ have been allowed and will be paid *pro rata* only after all allowed administrative, priority and timely filed general (unsecured) claims have been paid in full. The tardily filed claim dividend is anticipated to be _____ percent.

Tardily filed general (unsecured) claims are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000027</u>	<u>Theodore Kasemir</u>	\$ _____	\$ _____
<u>000028</u>	<u>Roger Greenfield</u>	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____

Subordinated unsecured claims for fines, penalties, forfeitures, or damages and claims ordered subordinated by the Court totaling \$ _____ have been allowed and will be paid *pro rata* only after all allowed administrative, priority and general (unsecured) claims have been paid in full. The dividend for subordinated unsecured claims is anticipated to be _____ percent.

Subordinated unsecured claims for fines, penalties, forfeitures or damages and claims ordered subordinated by the Court are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
_____	_____	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____

The amount of surplus returned to the debtor after payment of all claims and interest is
\$.